

**IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE**

In re:	) Chapter 11
	)
W. R. GRACE & CO., et al., <sup>1</sup>	) Case No. 01-01139 (JKF)
	) (Jointly Administered)
	)
Debtors.	) <b>Objection Deadline : February 23, 2004, at</b> 4:00 p.m. (prevailing eastern time)

**SUMMARY APPLICATION OF KIRKLAND & ELLIS LLP FOR COMPENSATION  
FOR SERVICES AND REIMBURSEMENT OF EXPENSES AS BANKRUPTCY  
COUNSEL TO W. R. GRACE & CO., ET AL., FOR THE THIRD MONTHLY  
INTERIM PERIOD, FROM DECEMBER 1, 2003, THROUGH DECEMBER 31, 2003,  
FOR THE QUARTER OF OCTOBER – DECEMBER, 2003**

Name of Applicant:	<u><b>Kirkland &amp; Ellis LLP ("K&amp;E")</b></u>
Authorized to Provide Professional Services to:	<u><b>W. R. Grace &amp; Co., et al., Debtors and Debtors-in-Possession</b></u>
Date of Retention:	<u><b>Retention Order entered May 3, 2001, effective as of April 2, 2001</b></u>
Period for which compensation and reimbursement is sought:	<u><b>December 1, 2003, through December 31, 2003</b></u>
Amount of Compensation sought as actual, reasonable and necessary:	<u><b>\$317,880.00</b></u>
Amount of Expense Reimbursement sought as actual, reasonable and necessary:	<u><b>\$8,631.60</b></u>
This is a <u><b>X</b></u> monthly ___ interim ___ final application.	

<sup>1</sup> The Debtors consist of the following 62 entities: W. R. Grace & Co. (f/k/a Grace Specialty Chemicals, Inc.), W. R. Grace & Co.-Conn., A-1 Bit & Tool Co., Inc., Alewife Boston Ltd., Alewife Land Corporation, Amicon, Inc., CB Biomedical, Inc. (f/k/a Circe Biomedical, Inc.), CCHP, Inc., Coalgrace, Inc., Coalgrace II, Inc., Creative Food 'N Fun Company, Darex Puerto Rico, Inc., Del Taco Restaurants, Inc., Dewey and Almy, LLC (f/k/a Dewey and Almy Company), Ecarg, Inc., Five Alewife Boston Ltd., G C Limited Partners I, Inc. (f/k/a Grace Cocoa Limited Partners I, Inc.), G C Management, Inc. (f/k/a Grace Cocoa Management, Inc.), GEC Management Corporation, GN Holdings, Inc., GPC Thomasville Corp., Gloucester New Communities Company, Inc., Grace A-B Inc., Grace A-B II Inc., Grace Chemical Company of Cuba, Grace Culinary Systems, Inc., Grace Drilling Company, Grace Energy Corporation, Grace Environmental, Inc., Grace Europe, Inc., Grace H-G Inc., Grace H-G II Inc., Grace Hotel Services Corporation, Grace International Holdings, Inc. (f/k/a Dearborn International Holdings, Inc.), Grace Offshore Company, Grace PAR Corporation, Grace Petroleum Libya Incorporated, Grace Tarpon Investors, Inc., Grace Ventures Corp., Grace Washington, Inc., W. R. Grace Capital Corporation, W. R. Grace Land Corporation, Gracoal, Inc., Gracoal II, Inc., Guanica-Caribe Land Development Corporation, Hanover Square Corporation, Homco International, Inc., Kootenai Development Company, L B Realty, Inc., Litigation Management, Inc. (f/k/a GHSC Holding, Inc., Grace JVH, Inc., Asbestos Management, Inc.), Monolith Enterprises, Incorporated, Monroe Street, Inc., MRA Holdings Corp. (f/k/a Nestor-BNA Holdings Corporation), MRA Intermedco, Inc. (f/k/a Nestor-BNA, Inc.), MRA Staffing Systems, Inc. (f/k/a British Nursing Association, Inc.), Remedium Group, Inc. (f/k/a Environmental Liability Management, Inc.), E&C Liquidating Corp., Emerson & Cuming, Inc.), Southern Oil, Resin & Fiberglass, Inc., Water Street Corporation, Axial Basin Ranch Company, CC Partners (f/k/a Cross Country Staffing), Hayden-Gulch West Coal Company, H-G Coal Company.

The total time expended for the preparation of this application is approximately **20 hours**, and the corresponding estimated compensation *that will be requested in a future application* is approximately **\$6,000.00**.

This is the third monthly application for interim compensation of services for the October - December 2003 quarter that the Debtors have filed with the Bankruptcy Court in the Chapter 11 Cases. The following applications have been filed previously in the Chapter 11 Cases:

Date Filed	Period Covered	Requested Fees	Requested Expenses	Approved Fees	Approved Expenses
May 29, 2001	4/2 – 4/30/01	\$626,079.00	\$32,439.84	Interim approval <sup>2</sup>	Interim approval
June 29, 2001	5/1 – 5/31/01	\$567,151.00	\$77,487.86	Interim approval	Interim approval
July 31, 2001	6/1 – 6/30/01	\$560,569.50	\$45,466.13	Interim approval	Interim approval
July 31, 2001	April – June, 2001	\$1,753,799.50	\$155,393.83	\$1,753,799.50	\$155,393.83
August 28, 2001	7/1 – 7/31/01	\$476,582.50	\$25,312.13	Interim approval <sup>2</sup>	Interim approval
September 28, 2001	8/1 – 8/31/01	\$472,334.50	\$29,022.59	Interim approval	Interim approval
October 30, 2001	9/1 – 9/30/01	\$443,617.50	\$27,147.47	Interim approval	Interim approval
November 7, 2001	July – September, 2001	\$1,392,534.50	\$81,482.19	\$1,392,534.50	\$81,482.19
December 11, 2001	10/1 – 10/31/01	\$493,074.00	\$27,724.54	Interim approval <sup>2</sup>	Interim approval
December 29, 2001	11/1 – 11/30/01	\$524,980.00	\$29,678.21	Interim approval	Interim approval
January 31, 2002	12/1 – 12/31/01	\$405,278.50	\$27,276.95	Interim approval	Interim approval
February 7, 2002	October – December, 2001	\$1,423,332.50	\$84,679.70	\$1,419,127.00	\$84,679.70
March 4, 2002	1/1 – 1/31/02	\$439,056.00	\$32,279.54	Interim approval <sup>3</sup>	Interim approval
March 27, 2002	2/1 – 2/28/02	\$412,304.00	\$18,475.64	Interim approval	Interim approval
May 2, 2002	3/1 – 3/31/02	\$430,342.50	\$51,759.20	Interim approval	Interim approval
June 10, 2002	January – March, 2002	\$1,281,702.50	\$102,514.38	\$1,281,702.50	\$101,656.38
June 10, 2002	4/1 – 4/30/02	\$410,702.50	\$25,286.05	Interim approval <sup>4</sup>	Interim approval
July 2, 2002	5/1 – 5/31/02	\$335,280.50	\$25,556.83	Interim approval	Interim approval
August 8, 2002	6/1 – 6/30/02	\$243,127.00	\$16,326.36	Interim approval	Interim approval'
September 3, 2002	April – June, 2002	\$989,110.00	\$67,169.24	\$981,666.50	\$67,169.24

<sup>2</sup> The fees and expenses requested in the April-June, 2001, July-September, 2001 and October-December, 2001, interim monthly Applications were approved on an interim basis pursuant to the order entered by this Court on November 29, 2002.

<sup>3</sup> The fees and expenses requested in the January-March, 2002, interim monthly Applications were approved on an interim basis pursuant to the order entered by this Court on October 9, 2002.

<sup>4</sup> The fees and expenses requested in the April-June, 2002, interim monthly Applications were approved on an interim basis pursuant to the order entered by this Court on November 29, 2002.

Date Filed	Period Covered	Requested Fees	Requested Expenses	Approved Fees	Approved Expenses
September 11, 2002	7/1 – 7/31/02	\$335,129.00	\$28,504.48	Interim approval <sup>5</sup>	Interim approval
October 2, 2002	8/1 – 8/31/02	\$344,619.00	\$86,047.20	Interim approval	Interim approval
October 30, 2002	9/1 – 9/30/02	\$238,876.50	\$20,882.49	Interim approval	Interim approval
November 27, 2002	July – September, 2002	\$918,624.50	\$135,434.17	\$918,624.50	\$134,478.90
December 6, 2002	10/1 – 10/31/02	\$207,778.00	\$7,769.74	Interim approval <sup>6</sup>	Interim approval
January 13, 2003	11/1 – 11/30/02	\$122,419.00	\$4,732.30	Interim approval	Interim approval
January 30, 2003	12/1 – 12/31/02	\$129,243.50	\$6,093.80	Interim approval	Interim approval
March 4, 2003	October – December, 2002	\$459,440.50	\$18,595.84	\$459,440.50	\$18,467.74
March 4, 2003	1/1 – 1/31/03	\$162,033.00	\$6,383.16	Interim approval <sup>7</sup>	Interim approval
April 2, 2003	2/1 – 2/28/03	\$215,511.50	\$3,784.70	Interim approval	Interim approval
April 29, 2003	3/1 – 3/31/03	\$146,603.00	\$6,713.84	Interim approval	Interim approval
May 15, 2003	January – March, 2003	\$524,147.50	\$16,881.70	\$524,045.50	\$16,881.70
June 3, 2003	4/1 – 4/30/03	\$135,130.00	\$2,786.42	Interim approval <sup>8</sup>	Interim approval
July 11, 2003	5/1 – 5/31/03	\$109,408.00	\$6,546.04	Interim approval	Interim approval
July 31, 2003	6/1 – 6/30/03	\$115,099.00	\$1,925.86	Interim approval	Interim approval
August 27, 2003	April – June, 2003	\$359,637.00	\$11,258.32	\$357,346.00	\$11,183.48
September 5, 2003	7/1 – 7/31/03	\$197,495.50	\$9,235.33	\$157,996.40	\$9,235.33
October 1, 2003	8/1 – 8/31/03	\$178,910.50	\$7,009.66	\$143,128.40	\$7,009.66
November 6, 2003	9/1 – 9/30/03	\$157,200.00	\$3,817.57	\$125,760.00	\$3,817.57
November 18, 2003	July – September, 2003	\$533,606.00	\$20,062.56	Pending	Pending
November 26, 2003	10/1 – 10/31/03	\$251,093.50	\$7,115.96	\$200,874.80	\$7,115.96
December 29, 2003	11/1 – 11/30/03	\$187,914.00	\$4,969.88	\$150,331.20	\$4,969.88

K&E has filed certificates of no objection with respect to the interim Monthly Applications for April 2001 through October 2003, respectively, because no objections were filed within the respective objection periods. K&E will file a certificate of no objection with respect to the interim monthly Application for November 2003 because no objections were filed within the objection period. The Quarterly Applications for the interim periods from (i) April 2, 2001, through June 31, 2001, (ii) July 1, 2001, through September 30, 2001, (iii) October 1,

<sup>5</sup> The fees and expenses requested in the July-September, 2002, interim monthly Applications were approved on an interim basis pursuant to the order entered by this Court on March 14, 2003.

<sup>6</sup> The fees and expenses requested in the October-December, 2002, interim monthly Applications were approved on an interim basis pursuant to the order entered by this Court on July 28, 2003.

<sup>7</sup> The fees and expenses requested in the January-March, 2003, interim monthly Applications were approved on an interim basis pursuant to the order entered by this Court on September 22, 2003.

<sup>8</sup> The fees and expenses requested in the April-June, 2003, interim monthly Applications were approved on an interim basis pursuant to the order entered by this Court on December 15, 2003.

2001, through December 31, 2001, and (iv) April 1, 2002, through June 30, 2002, were heard on November 25, 2002, and orders were entered November 29, 2002, granting interim compensation and reimbursement of expenses requested in the first-third and fifth Quarterly Applications. The Quarterly Application for the interim period from January 1, 2002, through March 31, 2002, was heard on August 26, 2002, and an order was entered on October 9, 2002, granting interim compensation and reimbursement of expenses requested in the fourth Quarterly Application. An order was entered on March 14, 2003, granting interim compensation and reimbursement of expenses requested in the sixth Quarterly Application for the interim period July 1, 2002, through September 30, 2002. The Quarterly Application for the interim period from October 1, 2002, through December 31, 2002, was heard on June 17, 2003, and an order was entered on July 28, 2003, granting interim compensation and reimbursement of expenses requested in the seventh Quarterly Application. The Quarterly Application for the interim period from January 1, 2003, through March 31, 2003, was heard on September 22, 2003 and an order was entered on September 22, 2003 granting interim compensation and reimbursement of expenses requested in the eighth Quarterly Application. The Quarterly Application for the interim period from April 1, 2003, through June 30, 2003, was heard on December 15, 2003 and an order was entered on December 15, 2003<sup>9</sup> granting interim compensation and reimbursement of expenses requested in the ninth Quarterly Application. The Quarterly Application for the interim period from July 1, 2003 through September 30, 2003, has been scheduled for March 22, 2004.

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<sup>9</sup> An amended order correcting certain information on the Exhibit was entered on December 19, 2003.

The K&E attorneys who rendered professional services in these cases during the Fee

Period are:

Name of Professional Person	Position with the Applicant	Number of Years in that Position	Department	Hourly Billing Rate	Total Billed Hours	Total Compensation
Janet S Baer	Partner	22 Years	Bankruptcy	\$625.00	117.20	\$73,250.00
James W Kapp	Partner	10 Years	Bankruptcy	\$510.00	62.90	\$32,079.00
Christian J Lane	Associate	6 Years	Bankruptcy	\$445.00	122.50	\$54,512.50
Samuel Blatnick	Associate	1 Year	Bankruptcy	\$255.00	135.00	\$34,425.00
David M Bernick, P.C.	Partner	25 Years	Litigation	\$715.00	70.30	\$50,264.50
Michelle H Browdy	Partner	14 Years	Litigation	\$445.00	11.40	\$5,073.00
Mark E Grummer	Partner	28 Years	Environment	\$445.00	2.00	\$890.00
Natalie H Keller	Partner	7 Years	Taxation	\$450.00	6.00	\$2,700.00
Christopher Landau	Partner	14 Years	Litigation	\$510.00	16.50	\$8,415.00
Todd F Maynes	Partner	16 Years	Taxation	\$625.00	4.80	\$3,000.00
Brett H McGurk	Associate	4 Years	Litigation	\$375.00	11.60	\$4,350.00
Scott A McMillin	Partner	8 Years	Litigation	\$410.00	3.80	\$1,558.00
John C O'Quinn	Associate	3 Years	Litigation	\$305.00	7.60	\$2,318.00
Pratibha J Shenoy	Associate	3 Years	Taxation	\$330.00	6.80	\$2,244.00
Eric B Wolff	Associate	6 Years	Litigation	\$395.00	11.30	\$4,463.50
<b>Total for Attorneys</b>					<b>589.70</b>	<b>\$279,542.50</b>

The paraprofessionals of K&E who rendered professional services in these cases during

the Fee Period are:

Name of Professional Person	Position with the Applicant	Number of Years in that Position	Department	Hourly Billing Rate	Total Billed Hours	Total Compensation
Rhonda Lopera	Legal Assistant	12 Years	Bankruptcy	\$210.00	44.70	\$9,387.00
Toni L Wallace	Legal Assistant	3 Years	Bankruptcy	\$190.00	8.90	\$1,691.00
Maria E Yapan	Case Assistant	8 Years	Bankruptcy	\$100.00	20.50	\$2,050.00
Wenette Bradford	Project Assistant	1 Year	Bankruptcy	\$105.00	1.00	\$105.00
Tiffany J Wood	Project Assistant	8 Months	Bankruptcy	\$105.00	59.50	\$6,247.50
Mark J Arnot	Project Assistant	5 Months	Litigation	\$110.00	13.90	\$1,529.00
Shirley A Pope	Legal Assistant	18 Years	Litigation	\$190.00	91.20	\$17,328.00
<b>Total for Paraprofessionals</b>					<b>239.70</b>	<b>\$38,337.50</b>

Grand Total for Fees: **\$317,880.00**

Blended Rate: **\$383.27**

**Compensation by Matter**

<b>Matter Number</b>	<b>Matter</b>	<b>Total Hours</b>	<b>Total Fees Requested</b>
17	Relief from Stay	16.70	\$7,522.50
19	Claims Analysis Objection & Resolution (Non-Asbestos)	20.70	\$9,713.50
20	Case Administration	165.70	\$36,935.00
21	Claims Analysis Objection & Resolution (Asbestos)	18.80	\$6,473.50
23	Business Operations	8.50	\$2,642.50
26	Financing	19.80	\$8,993.00
28	Litigation and Litigation Consulting	487.00	\$202,335.00
30	Hearings	10.10	\$5,973.50
32	Fee Applications, Applicant	15.20	\$4,263.00
38	Employment Applications, Others	22.30	\$9,707.00
41	Tax Issues	12.00	\$5,372.50
42	Travel non-working	15.00	\$10,005.00
46	Tax Litigation	17.60	\$7,944.00
	<b>Total</b>	<b>829.40</b>	<b>\$317,880.00</b>

**Expense Summary**

<b>Description</b>	<b>Amount</b>
Telephone	\$179.70
Fax Telephone Charge	\$4.16
Fax Charge	\$104.75
Standard Copies	\$652.70
Binding	\$1.75
Scanned Images	\$118.80
Overnight Delivery	\$81.08
Outside Messenger Services	\$288.95
Travel Expense	\$391.02
Airfare	\$3,189.94
Transportation to/from airport	\$563.00
Travel Meals	\$29.20
Court Reporter Fee/Deposition	\$390.00
Calendar/Court Services	\$20.00
Outside Copy/Binding Services	\$608.79
Working Meals/K&E and Others	\$7.00
Information Broker Doc/Svcs	\$732.00
Computer Database Research	\$898.59
Overtime Transportation	\$55.80
Overtime Meals	\$12.00
Overtime Meals - Attorney	\$158.97
Secretarial Overtime	\$107.55
Word Processing Overtime	\$35.85
<b>Total</b>	<b>\$8,631.60</b>

**WHEREFORE**, K&E respectfully requests (a) that an allowance be made to it, as fully described above for the (i) 80% of the amount of **\$317,880.00** for reasonable and necessary professional services K&E has rendered to the Debtors during the Fee Period (**\$254,304.00**) and (ii) 100% of the reimbursement of actual and necessary costs and expenses incurred by K&E during the Fee Period (**\$8,631.60**); (b) that both fees and expenses are payable as administrative expenses of the Debtors' estates; and (c) that this Court grant such further relief as is equitable and just.

Wilmington, Delaware  
Dated: January 29, 2004

Respectfully submitted,

KIRKLAND & ELLIS LLP

A handwritten signature in black ink, appearing to read "Christian J. Lane", is written over a horizontal line.

James H.M. Sprayregen, P.C.  
James W. Kapp III  
Christian J. Lane  
200 East Randolph Drive  
Chicago, Illinois 60601  
(312) 861-2000